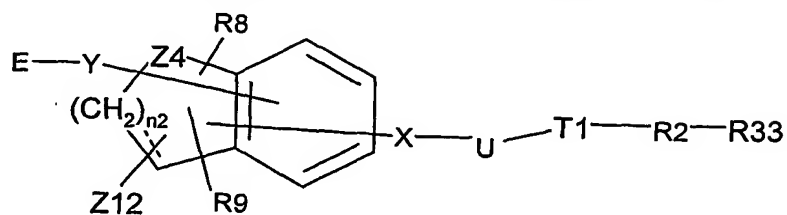


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## CLAIMS

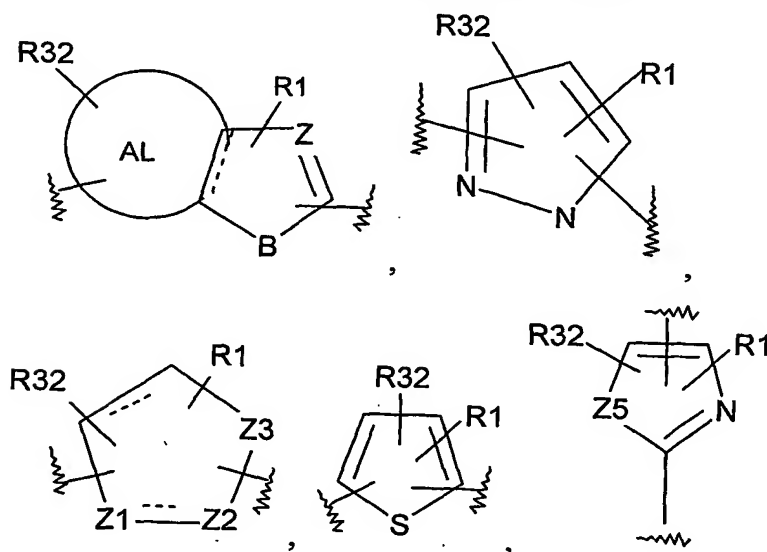
What is claimed is:

1. A compound represented by the following Structural Formula:

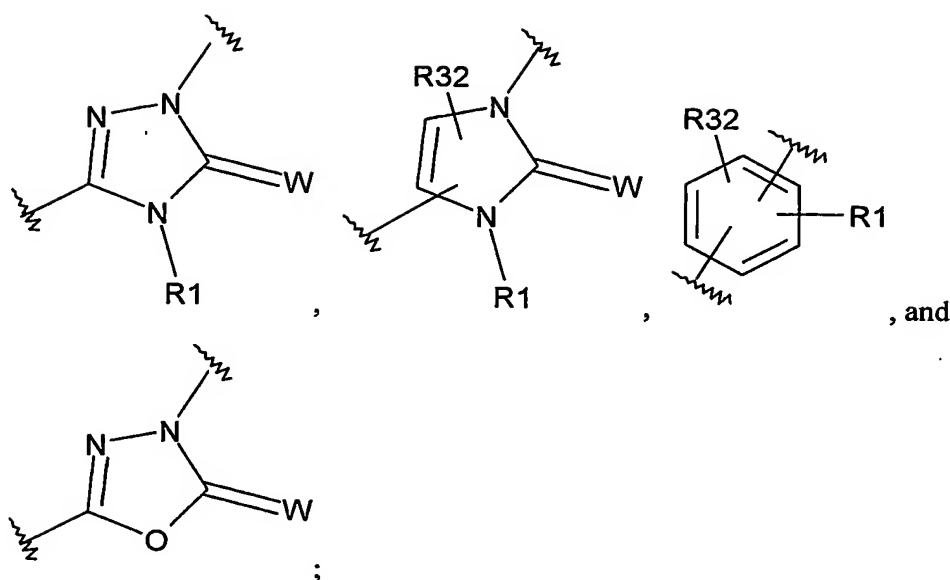


and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

- (a) T1 is selected from the group consisting of



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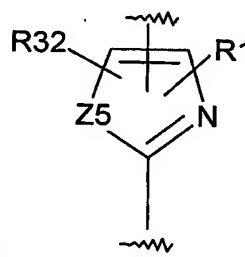
- (b) R1 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> alkenyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, wherein C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> alkenyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three substituents independently selected from R1';
- (c) R1', R26, R27, R28, R31, Z14', and Z15' are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyloxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, optionally substituted aryloxy, optionally substituted aryl-C<sub>0-4</sub>-alkyl, optionally substituted heteroaryl, optionally substituted heterocycloalkyl, C(O)R<sub>13</sub>, COOR<sub>14</sub>, OC(O)R<sub>15</sub>, OS(O)<sub>2</sub>R<sub>16</sub>, N(R<sub>17</sub>)<sub>2</sub>, NR<sub>18</sub>C(O)R<sub>19</sub>, NR<sub>20</sub>SO<sub>2</sub>R<sub>21</sub>, SR<sub>22</sub>, S(O)R<sub>23</sub>, S(O)<sub>2</sub>R<sub>24</sub>, and S(O)<sub>2</sub>N(R<sub>25</sub>)<sub>2</sub>; R<sub>12</sub>, R<sub>13</sub>, R<sub>14</sub>, R<sub>15</sub>, R<sub>16</sub>, R<sub>17</sub>, R<sub>18</sub>, R<sub>19</sub>, R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, R<sub>23</sub>, R<sub>24</sub> and R<sub>25</sub> are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and aryl;

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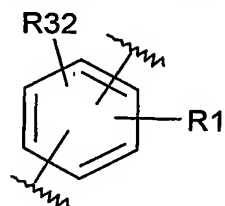
- (d) R2 is selected from the group consisting of C<sub>0</sub>-C<sub>8</sub> alkyl and C<sub>1</sub>-6-heteroalkyl;
- (e) X is selected from the group consisting of a bond, O, S, S(O)<sub>2</sub> and N;
- 5 (f) U is an aliphatic linker wherein one carbon atom of the aliphatic linker may be replaced with O, NH or S, and wherein such aliphatic linker is optionally substituted with R<sub>30</sub>;
- (g) Y is selected from the group consisting of C, O, S, NH and a single bond;
- 10 (h) E is C(R<sub>3</sub>)(R<sub>4</sub>)A or A and wherein
- (i) A is selected from the group consisting of C<sub>0</sub>-C<sub>6</sub> alkylcarboxyl, C<sub>0</sub>-C<sub>6</sub> alkyltetrazole, C<sub>1</sub>-C<sub>6</sub> alkylnitrile, C<sub>0</sub>-C<sub>6</sub> alkylcarboxamide, C<sub>0</sub>-C<sub>6</sub> alkylsulfonamide and C<sub>0</sub>-C<sub>6</sub> alkylacysulfonamide; wherein C<sub>0</sub>-C<sub>6</sub> alkylsulfonamide, C<sub>0</sub>-C<sub>6</sub> alkylacysulfonamide and C<sub>0</sub>-C<sub>6</sub> alkyltetrazole are each optionally substituted with from one to
- 15 two groups independently selected from R<sup>7</sup>;
- (ii) each R<sup>7</sup> is independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, aryl-C<sub>0</sub>-C<sub>4</sub> alkyl and C<sub>1</sub>-C<sub>6</sub> alkyl, wherein such alkyl and arylalkyl are each optionally substituted with from one to two groups independently selected from R<sup>7'</sup>; each R<sup>7'</sup> is independently selected from halo, C<sub>1</sub>-C<sub>6</sub> alkyl, and haloC<sub>1</sub>-C<sub>6</sub> alkyl;
- 20 (iii) R<sub>3</sub> is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, and C<sub>1</sub>-C<sub>5</sub> alkoxy; and
- (iv) R<sub>4</sub> is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, C<sub>1</sub>-C<sub>5</sub> alkoxy, aryloxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and aryl C<sub>0</sub>-C<sub>4</sub> alkyl, and R<sub>3</sub> and R<sub>4</sub> are optionally combined to form a C<sub>3</sub>-C<sub>4</sub> cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each
- 25 independently selected from R<sub>26</sub>;
- 30 (i) B is selected from the group consisting of S and O, wherein when Z is C then B is N;

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- (j) Z is selected from the group consisting of N and C;  
 (k) Z1 and Z2 are each independently N or C with the proviso that at least one of Z1 and Z2 is N;  
 (l) Z3 is N or O;  
 5 (m) Z4 is selected from the group consisting of N, S, and O, wherein



when Z4 is N and n2 is 1, T1 is not



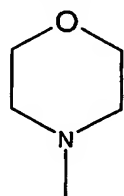
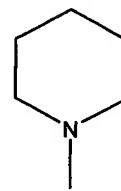
- (n) Z5 is S or O;  
 (o) Z12 is selected from the group consisting of hydrogen and -Z13C<sub>0</sub>-C<sub>3</sub>alkylZ14;  
 10 (p) Z13 is selected from the group consisting of a single bond, CO, CO<sub>2</sub>, CONZ15, and SO<sub>2</sub>;  
 (q) Z14 is selected from the group consisting of aryl and heteroaryl, wherein the aryl and heteroaryl is each optionally substituted with from one to three substituents independently selected from Z14';  
 15 (r) Z15 is selected from the group consisting of hydrogen, aryl, and heteroaryl, wherein the aryl and heteroaryl is each optionally substituted with from one to three substituents independently selected from Z15';  
 20 (s) W is independently selected from the group consisting of S and O;  
 (t) n2 is 1 to 3;  
 (u) R8 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkylenyl, oxo, sulfo, and halo;

- 5 (v) R9 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkylenyl, halo, aryl-C<sub>0</sub>-C<sub>4</sub> alkyl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> allyl, oxo, sulfo, and OR29, and R8 and R9 together optionally combine to form a fused C5-C6 ring with the carbons to which they are attached, and wherein aryl-C<sub>0</sub>-C<sub>4</sub> alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>4</sub> alkyl;
- 10 (w) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>0</sub>-C<sub>6</sub> alkyl-COOR12'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyloxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, C3-C6 cycloalkylaryl-C<sub>0-2</sub>-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)<sub>2</sub>R16', N(R17')<sub>2</sub>, NR18'C(O)R19', NR20'SO<sub>2</sub>R21', SR22', S(O)R23', S(O)<sub>2</sub>R24', and S(O)<sub>2</sub>N(R25')<sub>2</sub>; and wherein aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C3-C6 cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three independently selected from R28;
- 15 (x) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and aryl;
- 20 (y) R30 is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C3-C6 cycloalkylaryl-C<sub>0-2</sub>-alkyl, and wherein C<sub>1</sub>-C<sub>6</sub> alkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C3-C6 cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;
- 25 (z) R32 is selected from the group consisting of a bond, hydrogen, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> alkyloxy;

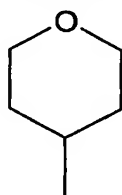
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(aa) R33 is selected from the group consisting of C2-C8 alkyl, C1-C8

alkoxy, phenyl, thiophene, pyridine, piperidine,

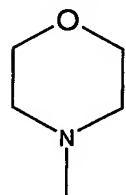
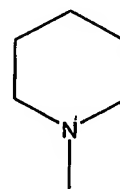


, and

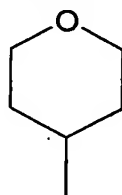


, wherein the C2-C8 alkyl, C1-C8

alkoxy, phenyl, thiophene, pyridine, piperidine,



, and



, are each optionally substituted with R10

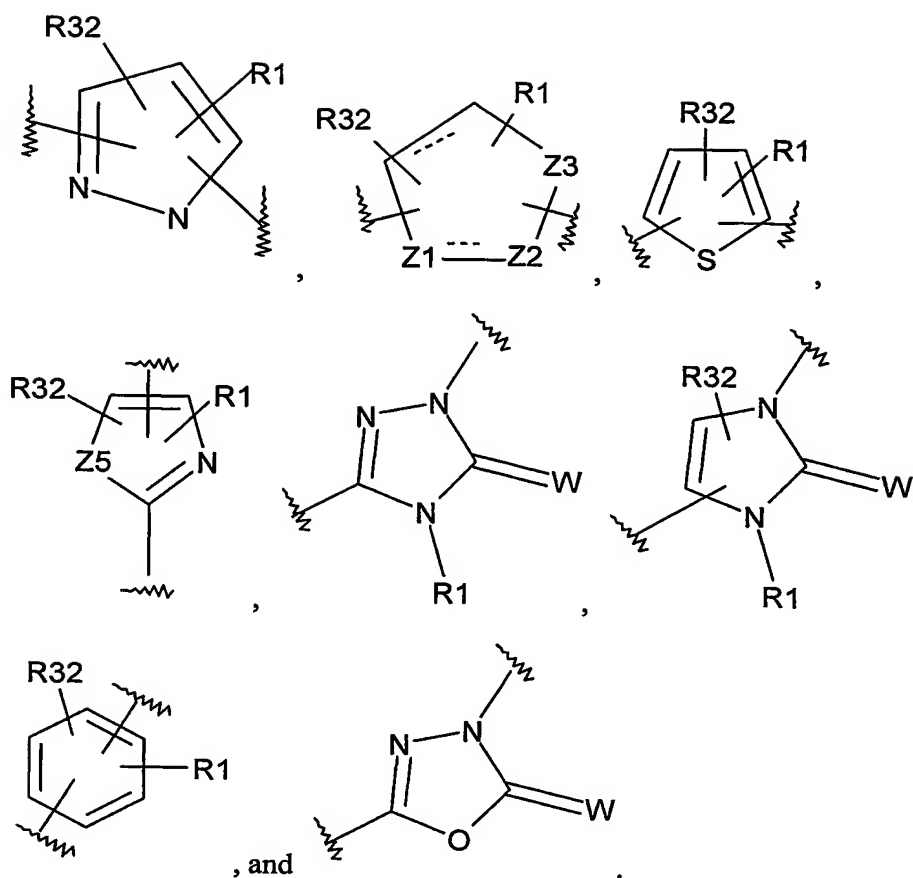
and R11;

(bb) AL is selected from the group consisting of a fused C<sub>3</sub>-C<sub>8</sub> carbocyclic and a fused phenyl;

(cc) “—” are each independently an optional bond to form a double bond at the indicated position;

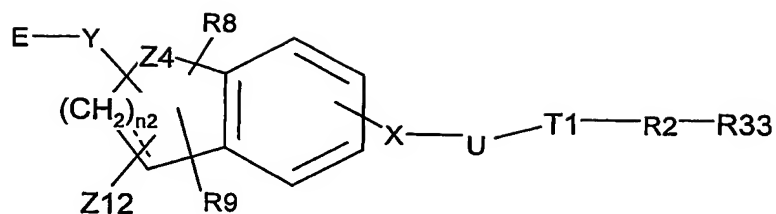
(dd) wherein when Z<sub>4</sub> is N, Z<sub>2</sub> and Z<sub>3</sub> are each N;

2. The compound of Claim 1 wherein wherein when n<sub>2</sub> is 1, Z<sub>4</sub> is O or S, and R<sub>33</sub> is phenyl optionally substituted with R<sub>10</sub> and R<sub>11</sub>, T<sub>1</sub> is selected from the group consisting of:



- 5      3.      The compound of Claim 2, wherein A is selected from the group consisting of C<sub>0</sub>-C<sub>6</sub> alkylcarboxyl, C<sub>0</sub>-C<sub>6</sub> alkyltetrazole, C<sub>1</sub>-C<sub>6</sub> alkynitrile, C<sub>0</sub>-C<sub>6</sub> alkylsulfonamide and C<sub>0</sub>-C<sub>6</sub> alkylacylsulfonamide; wherein C<sub>0</sub>-C<sub>6</sub> alkylsulfonamide, C<sub>0</sub>-C<sub>6</sub> alkylacylsulfonamide and C<sub>0</sub>-C<sub>6</sub> alkyltetrazole are each optionally substituted with from one to two groups independently  
10      selected from R<sup>7</sup>.
4.      The compound of Claim 2, wherein the compound is represented the following Structural Formula:

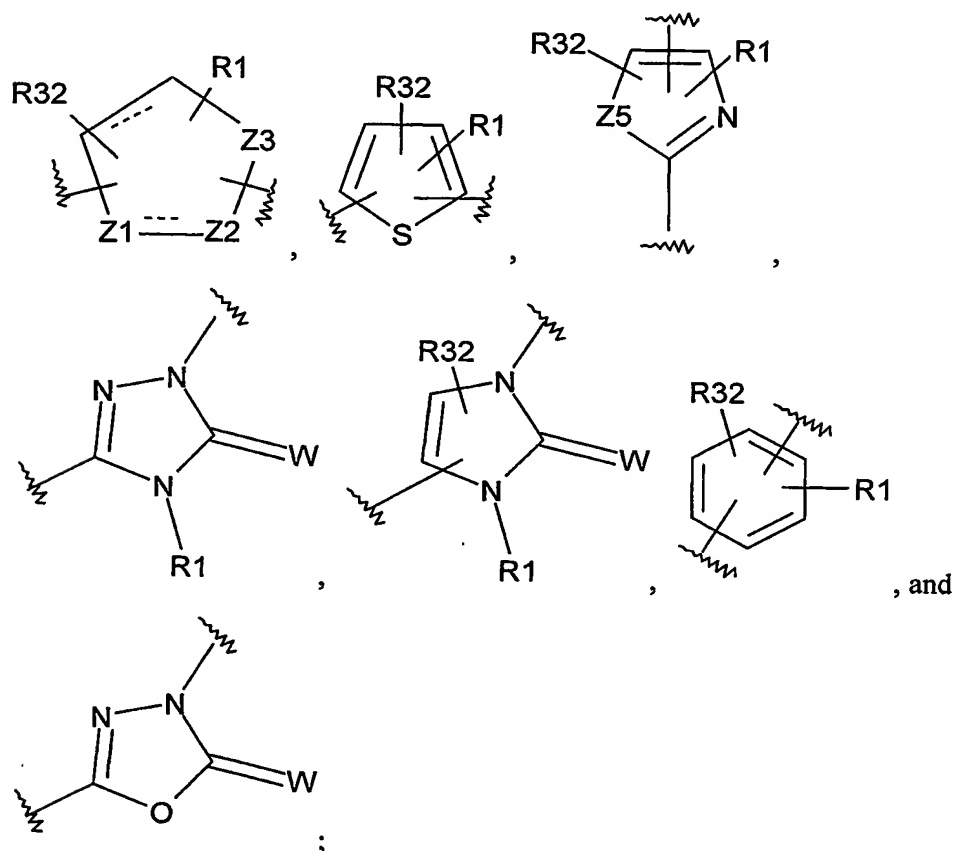
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and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

5

(a) T1 is selected from the group consisting of



10

(b) R1 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> alkenyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, wherein C<sub>1</sub>-C<sub>8</sub>



alkyl, C<sub>1</sub>-C<sub>8</sub> alkenyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three substituents independently selected from R<sup>1'</sup>;

- 5 (c) R<sup>1'</sup>, R<sub>26</sub>, R<sub>27</sub>, R<sub>28</sub>, R<sub>31</sub>, Z<sub>14'</sub>, and Z<sub>15'</sub> are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyloxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, aryloxy, aryl-C<sub>0-4</sub>-alkyl, heteroaryl, heterocycloalkyl, C(O)R<sub>13</sub>, COOR<sub>14</sub>,  
 10 OC(O)R<sub>15</sub>, OS(O)<sub>2</sub>R<sub>16</sub>, N(R<sub>17</sub>)<sub>2</sub>, NR<sub>18</sub>C(O)R<sub>19</sub>, NR<sub>20</sub>SO<sub>2</sub>R<sub>21</sub>, SR<sub>22</sub>, S(O)R<sub>23</sub>, S(O)<sub>2</sub>R<sub>24</sub>, and S(O)<sub>2</sub>N(R<sub>25</sub>)<sub>2</sub>; R<sub>12</sub>, R<sub>13</sub>, R<sub>14</sub>, R<sub>15</sub>, R<sub>16</sub>, R<sub>17</sub>, R<sub>18</sub>, R<sub>19</sub>, R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, R<sub>23</sub>, R<sub>24</sub> and R<sub>25</sub> are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and aryl;
- 15 (d) R<sub>2</sub> is selected from the group consisting of C<sub>0</sub>-C<sub>8</sub> alkyl and C<sub>1</sub>-6-heteroalkyl;
- (e) X is selected from the group consisting of a bond, O, S, S(O)<sub>2</sub> and N;
- (f) U is an aliphatic linker wherein one carbon atom of the aliphatic linker may be replaced with O, NH or S, and wherein such aliphatic  
 20 linker is optionally substituted with R<sub>30</sub>;
- (g) Y is selected from the group consisting of C, O, S, NH and a single bond;
- (h) E is C(R<sub>3</sub>)(R<sub>4</sub>)A or A and wherein
- 25 (i) A is selected from the group consisting of carboxyl, tetrazole, C<sub>1</sub>-C<sub>6</sub> alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from R<sup>7</sup>;
- 30 (ii) each R<sup>7</sup> is independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, aryl-C<sub>0</sub>-C<sub>4</sub> alkyl and C<sub>1</sub>-C<sub>6</sub> alkyl, wherein such alkyl and arylalkyl are each optionally substituted with from one to two groups independently selected from R<sup>7</sup>;

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each R7' is independently selected from halo, C<sub>1</sub>-C<sub>6</sub> alkyl, and haloC<sub>1</sub>-C<sub>6</sub> alkyl;

(iii) R3 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, and C<sub>1</sub>-C<sub>5</sub> alkoxy; and

(iv) R4 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, C<sub>1</sub>-C<sub>5</sub> alkoxy, aryloxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and aryl C<sub>0</sub>-C<sub>4</sub> alkyl, and R3 and R4 are optionally combined to form a C<sub>3</sub>-C<sub>4</sub> cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26;

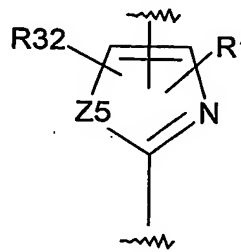
(i) B is selected from the group consisting of S and O, wherein when Z is C then B is N;

(j) Z is selected from the group consisting of N and C;

(k) Z1 and Z2 are each independently N or C with the proviso that at least one of Z1 and Z2 is N;

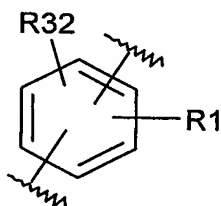
(l) Z3 is N or O;

(m) Z4 is selected from the group consisting of N, S, and O, wherein



when Z4 is N and n2 is 1, T1 is not

or



;

(n) Z5 is S or O;

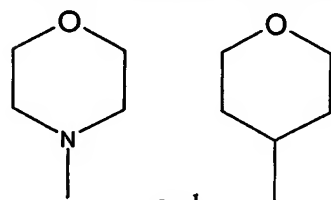
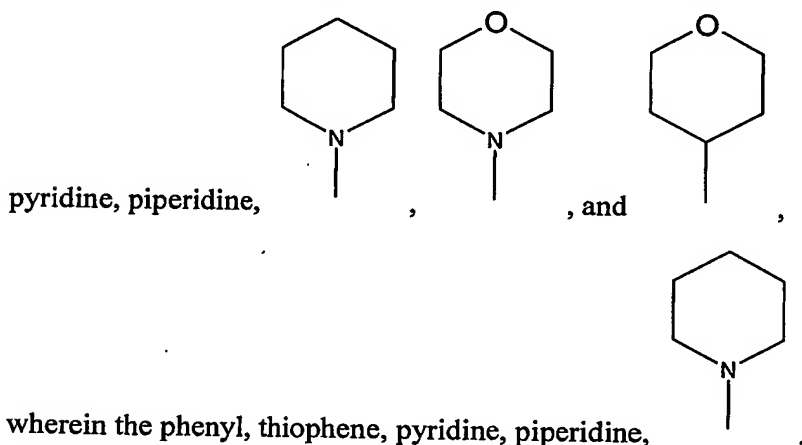
(o) Z12 is selected from the group consisting of hydrogen and -Z13C<sub>0</sub>-C<sub>3</sub>alkylZ14;

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- (p) Z13 is selected from the group consisting of a single bond, CO, CO<sub>2</sub>, CONZ15, and SO<sub>2</sub>;
- (q) Z14 is selected from the group consisting of aryl and heteroaryl, wherein the aryl and heteroaryl is each optionally substituted with  
5 from one to three substituents independently selected from Z14';
- (r) Z15 is selected from the group consisting of hydrogen, aryl, and heteroaryl, wherein the aryl and heteroaryl is each optionally substituted with from one to three substituents independently selected from Z15';
- (s) W is independently selected from the group consisting of S and O;
- (t) n<sub>2</sub> is 1 to 3;
- (u) R8 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkylenyl, oxo, sulfo, and halo;
- (v) R9 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkylenyl, halo, aryl-C<sub>0</sub>-C<sub>4</sub> alkyl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> allyl, oxo, sulfo, and OR29, and R8 and R9 together optionally combine to form  
15 a fused C5-C6 ring with the carbons to which they are attached, and wherein aryl-C<sub>0</sub>-C<sub>4</sub> alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is  
20 selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>4</sub> alkyl;
- (w) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>0</sub>-C<sub>6</sub> alkyl-COOR12'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyloxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)<sub>2</sub>R16', N(R17')<sub>2</sub>, NR18'C(O)R19', NR20'SO<sub>2</sub>R21', SR22', S(O)R23', S(O)<sub>2</sub>R24', and S(O)<sub>2</sub>N(R25')<sub>2</sub>; and wherein aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally  
25 substituted with from one to three independently selected from R28;
- 30

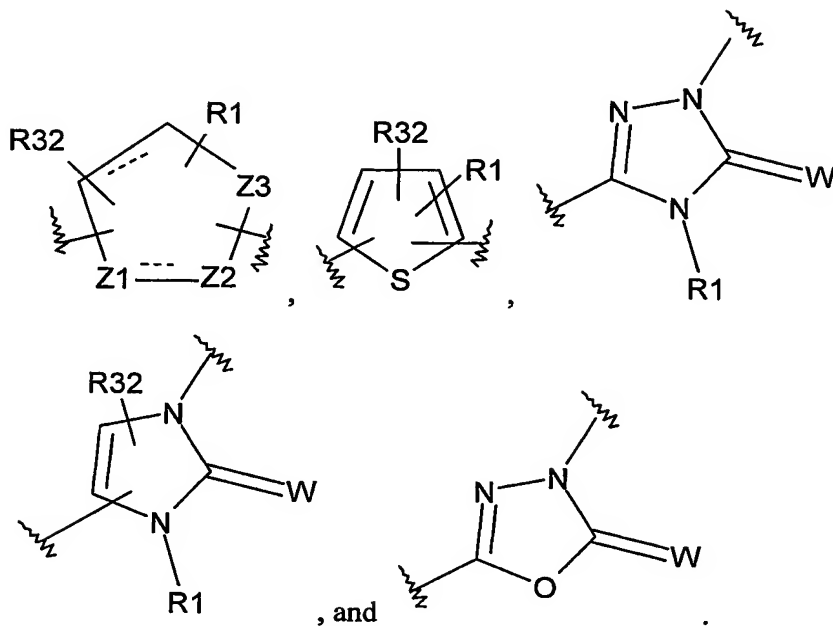
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- (x) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and aryl;
- (y) R30 is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, and wherein C<sub>1</sub>-C<sub>6</sub> alkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;
- (z) R32 is selected from the group consisting of a bond, hydrogen, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> alkyloxy;
- (aa) R33 is selected from the group consisting of phenyl, thiophene,

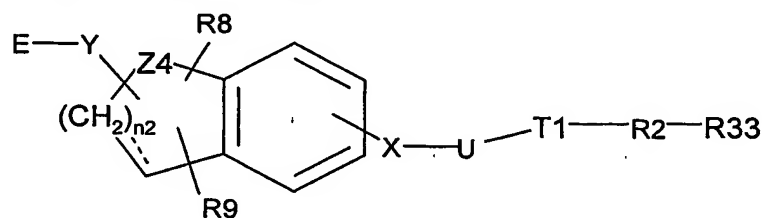


- are each optionally substituted with R10 and R11;
- (bb) AL is selected from the group consisting of a fused C<sub>3</sub>-C<sub>8</sub> carbocyclic and a fused phenyl; and
- (ee) "----" are each independently an optional bond to form a double bond at the indicated position and
- (ff) Z2 and Z3 are each N.

5. The compound of Claim 3, wherein T1 is selected from

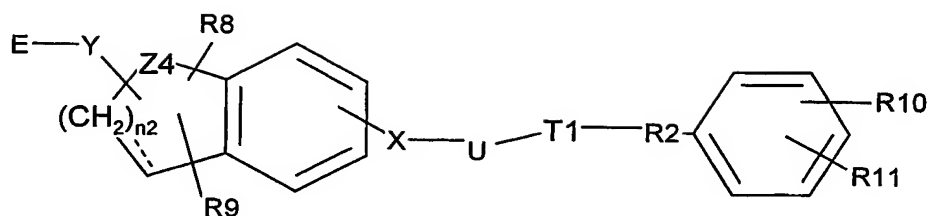


6. The compound of Claim 4, wherein the compound is represented by the following Structural Formula:



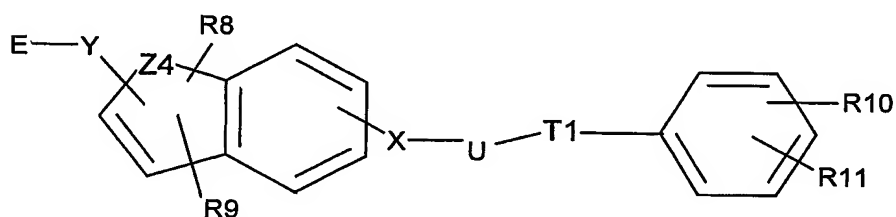
7. The compound of Claim 6, wherein the compound is represented by the following Structural Formula:

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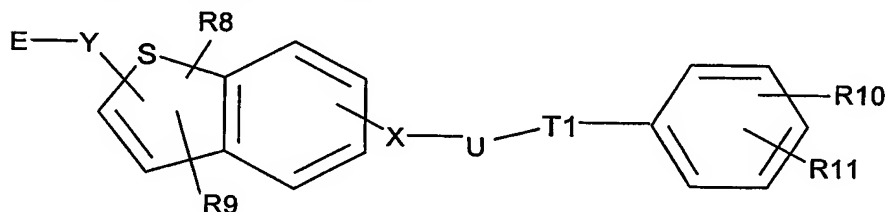


8. The compound of Claim 7 wherein n<sub>2</sub> is 2.

5 9. (Old 6) The compound of Claim 7, wherein the compound is represented by the following Structural Formula:



10 10. The compound of Claim 9 wherein the compound is represented by the following Structural Formula:



11. The compound of Claim 10 wherein X is -O-.

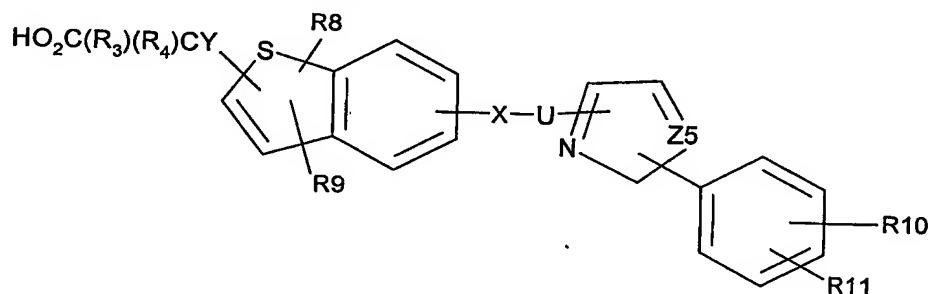
15 12. The compound of Claim 11 wherein E is C(R<sub>3</sub>)(R<sub>4</sub>)CO<sub>2</sub>H or CO<sub>2</sub>H.

13. The compound of Claim 12 wherein R<sub>1</sub>, R<sub>3</sub>, and R<sub>4</sub> are each independently selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>2</sub> alkyl.

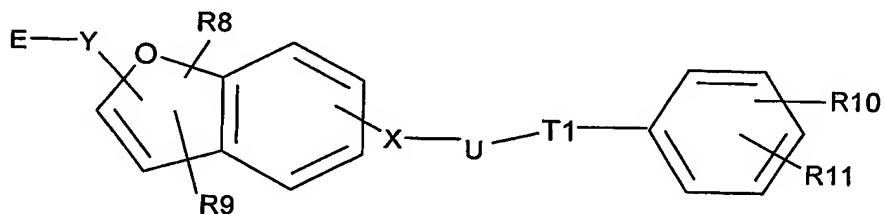
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14. The compound of Claim 13 wherein R10 and R11 are each independently selected from the group consisting of hydrogen, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> haloalkyloxy.
15. The compound of Claim 14 wherein R10 is haloalkyl.
16. The compound of Claim 15 wherein R10 is CF<sub>3</sub>.
17. The compound of Claim 14 wherein U is:  
saturated C<sub>1</sub>-C<sub>3</sub> alkyl; and  
optionally substituted with C<sub>1</sub>-C<sub>3</sub> alkyl.

18. The compound of Claim 17, wherein the compound is represented by the following Structural Formula:



19. The compound of Claim 9 wherein the compound is represented by the following Structural Formula:



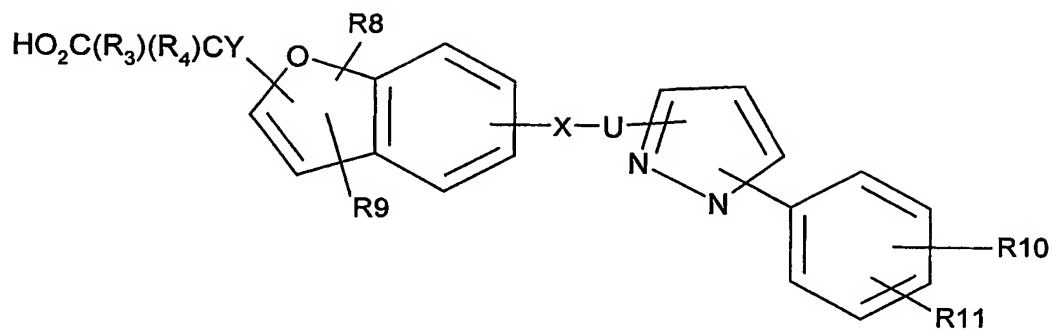
20. The compound of Claim 19 wherein E is  $\text{C}(\text{R}_3)(\text{R}_4)\text{CO}_2\text{H}$  or  $\text{CO}_2\text{H}$ .

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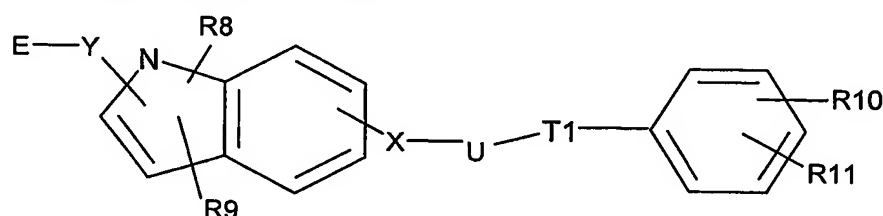
21. The compound of Claim 20 wherein R1, R3, and R4 are each independently selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>2</sub> alkyl.
22. The compound of Claim 21 wherein R10 and R11 are each independently selected from the group consisting of hydrogen, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> haloalkyloxy.
23. The compound of Claim 22 wherein R10 is haloalkyl.
24. The compound of Claim 23 wherein R10 is CF<sub>3</sub>.
25. The compound of Claim 22 wherein U is:  
saturated C<sub>1</sub>-C<sub>3</sub> alkyl; and  
optionally substituted with C<sub>1</sub>-C<sub>3</sub> alkyl.
26. The compound of Claim 25, wherein the compound is represented by the following Structural Formula:
- 
- The diagram shows a chemical structure. On the left, a benzofuran system is depicted. The furan ring has a substituent  $\text{HO}_2\text{C}(\text{R}_3)(\text{R}_4)\text{CY}$  at the 2-position. The benzene ring of the benzofuran has substituents  $\text{R}_8$  and  $\text{R}_9$ . This benzene ring is connected at its 4-position to a linker  $\text{X}-\text{U}$ . The  $\text{U}$  part of the linker is connected to a piperidine ring. The piperidine ring has a substituent  $\text{Z}_5$  at the 4-position. The piperidine ring is further connected at its 2-position to a benzene ring. This second benzene ring has substituents  $\text{R}_{10}$  and  $\text{R}_{11}$ .
27. The compound of Claim 25, wherein the compound is represented by the following Structural Formula:



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28. The compound of Claim 9 wherein the compound is represented by the following Structural Formula:

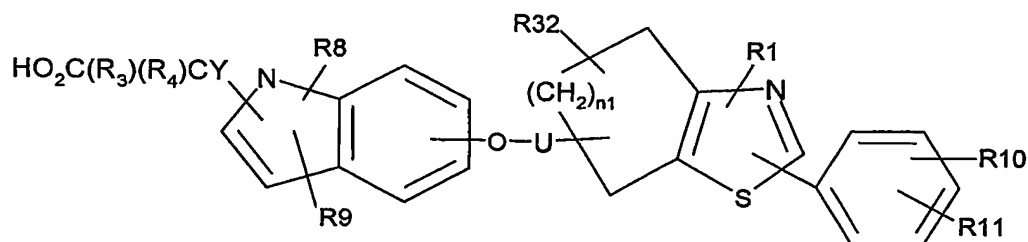


- 5 29. The compound of Claim 28 wherein X is -O-.
30. The compound of Claim 29 wherein E is C(R3)(R4)CO<sub>2</sub>H or CO<sub>2</sub>H.
- 10 31. The compound of Claim 30 wherein R1, R3, and R4 are each independently selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>2</sub> alkyl.
32. The compound of Claim 31 wherein R10 and R11 are each independently selected from the group consisting of hydrogen, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> haloalkyloxy.
- 15 33. The compound of Claim 32 wherein R10 is haloalkyl.
34. The compound of Claim 33 wherein R10 is CF<sub>3</sub>.
- 20 35. The compound of Claim 32 wherein:  
     U is saturated C<sub>1</sub>-C<sub>3</sub> alkyl;  
     optionally one carbon in U is replaced with an -O-; and

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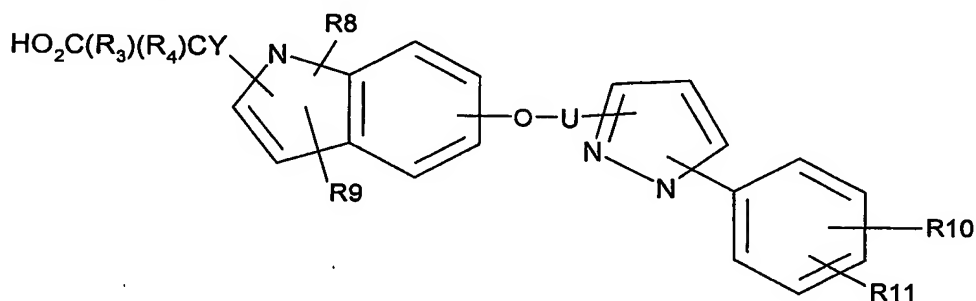
U is optionally substituted with C<sub>1</sub>-C<sub>3</sub> alkyl.

36. The compound of Claim 35, wherein the compound is represented by the following Structural Formula:



wherein n<sub>1</sub> is 1 to 5.

37. The compound of Claim 35, wherein the compound is represented by the following Structural Formula:



38. The compound of Claim 28 wherein X is -S-.

39. The compound of Claim 38 wherein E is C(R<sub>3</sub>)(R<sub>4</sub>)CO<sub>2</sub>H or CO<sub>2</sub>H.

40. The compound of Claim 39 wherein R<sub>1</sub>, R<sub>3</sub>, and R<sub>4</sub> are each independently selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>2</sub> alkyl.

41. The compound of Claim 40 wherein R<sub>10</sub> and R<sub>11</sub> are each independently selected from the group consisting of hydrogen, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> haloalkyloxy.

42. The compound of Claim 41 wherein R10 is haloalkyl.

43. The compound of Claim 42 wherein R10 is CF<sub>3</sub>.

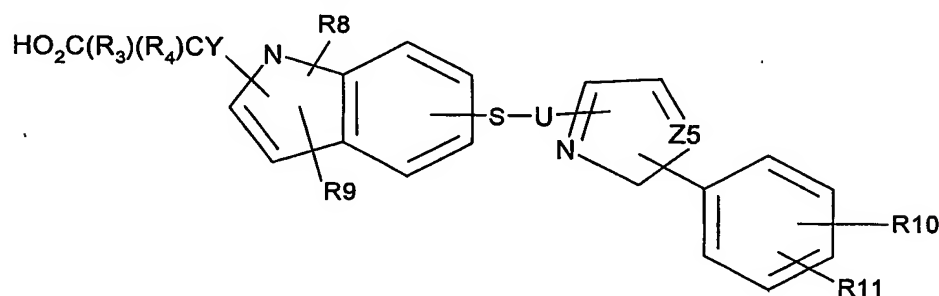
5 44. The compound of Claim 41 wherein:

U is saturated C<sub>1</sub>-C<sub>3</sub> alkyl;

optionally one carbon in U is replaced with an -O-; and

U is optionally substituted with C<sub>1</sub>-C<sub>3</sub> alkyl.

10 45. The compound of Claim 44, wherein the compound is represented by the following Structural Formula:



15 46. The compound of Claim 2 wherein the compound is selected from the group consisting of:

{6-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-ylmethoxy]-  
benzo[b]thiophen-3-yl}-acetic acid;

{4-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-  
benzo[b]thiophen-3-yl}-acetic acid;

20 {4-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-ylmethoxy]-  
benzo[b]thiophen-3-yl}-acetic acid;

(6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-  
benzo[b]thiophen-3-yl)-acetic acid;

(6-{1-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-ethoxy}-  
benzo[b]thiophen-3-yl)-acetic acid;

25 (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-yl]-ethoxy}-  
benzo[b]thiophen-3-yl)-acetic acid;

- (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 5 (R)-(6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- (S)-(6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- (R)-(4-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 10 (S)-(4-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- (4-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-ethoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 15 Racemic-(4-{1-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-ethoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 3-{1-[4-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethoxy}-pyrido[1,2-a]indole-10-carboxylic acid;
- (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-yl]-propoxy}-benzofuran-3-yl)-acetic acid;
- 20 (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-benzofuran-3-yl)-acetic acid;
- (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-propoxy}-benzofuran-3-yl)-acetic acid;
- 25 (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethoxy}-benzofuran-3-yl)-acetic acid;
- {6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-ylmethoxy]-benzofuran-3-yl}-acetic acid;
- (6-{1-Methyl-1-[4-methyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethylsulfanyl}-benzofuran-3-yl)-acetic acid;
- 30 {6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-ylmethylsulfanyl]-benzofuran-3-yl}-acetic acid;

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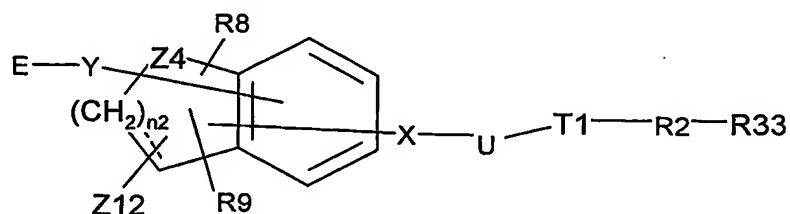
- (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethylsulfanyl}-benzofuran-3-yl)-acetic acid;
- (6-{1-[4-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethylsulfanyl}-benzofuran-3-yl)-acetic acid;
- 5 2-{6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-ylmethoxy]-benzofuran-3-yl}-propionic acid;
- 2-(6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethoxy}-benzofuran-3-yl)-propionic acid;
- (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-ethoxy}-benzofuran-3-yl)-acetic acid;
- 10 (R)-(6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-benzofuran-3-yl)-acetic acid (Isomer 2);
- (S)-(6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-benzofuran-3-yl)-acetic acid;
- 15 (6-{1-[4-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-ethoxy}-2-oxo-3,4-dihydro-2H-quinolin-1-yl)-acetic acid;
- {2-Oxo-6-[4-phenyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-3,4-dihydro-2H-quinolin-1-yl}-acetic acid;
- {7-[4-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-2-oxo-3,4-dihydro-2H-quinolin-1-yl}-acetic acid;
- 20 {8-[4-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-2-oxo-2,3,4,5-tetrahydro-benzo[b]azepin-1-yl}-acetic acid;
- (6-{1-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-ethylsulfanyl}-benzofuran-3-yl)-acetic acid;
- 25 {6-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-ylmethylsulfanyl]-benzofuran-3-yl}-acetic acid;
- (6-{1-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-ethoxy}-benzofuran-3-yl)-acetic acid;
- 2-{5-[1-(3,5-Bis-trifluoromethyl-phenyl)-5-methyl-1H-pyrazol-4-ylmethoxy]-indol-1-yl}-2-methyl-propionic acid;
- 30 (1-Methyl-6-{2-[3-methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-propoxy}-1H-indol-3-yl)-acetic acid;

- {5-[2-(5-Methyl-3-phenyl-pyrazol-1-yl)-ethoxy]-indol-1-yl}-acetic acid;  
(1-Methyl-6-{2-[3-methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-  
propoxy}-1H-indol-3-yl)-acetic acid;  
(1-Methyl-6-{2-[4-methyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-  
5 1H-indol-3-yl)-acetic acid;  
{5-[5-(4-Trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-indol-1-yl}-acetic  
acid;  
3-{4-[3-Isobutyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-2-  
methyl-phenyl}-propionic acid;  
10 (5-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-  
indol-1-yl)-acetic acid;  
(6-{1-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-  
ethylsulfanyl}-benzofuran-3-yl)-acetic acid;  
{6-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-ylmethylsulfanyl]-  
15 benzofuran-3-yl}-acetic acid;  
(6-{1-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-ethoxy}-  
benzofuran-3-yl)-acetic acid;  
2-{5-[1-(3,5-Bis-trifluoromethyl-phenyl)-5-methyl-1H-pyrazol-4-  
ylmethoxy]-indol-1-yl}-2-methyl-propionic acid;  
20 (1-Methyl-6-{2-[3-methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-  
propoxy}-1H-indol-3-yl)-acetic acid;  
{5-[2-(5-Methyl-3-phenyl-pyrazol-1-yl)-ethoxy]-indol-1-yl}-acetic acid;  
(1-Methyl-6-{2-[3-methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-  
propoxy}-1H-indol-3-yl)-acetic acid;  
25 Racemic-{5-[2-(4-Trifluoromethyl-phenyl)-5,6-dihydro-4H-  
cyclopentathiazol-4-ylmethoxy]-indol-1-yl}-acetic acid;  
(S)-{6-[2-(4-Trifluoromethyl-phenyl)-5,6-dihydro-4H-cyclopentathiazol-4-  
ylmethoxy]-1H-indol-3-yl}-acetic acid;  
{1-Methyl-6-[2-(4-trifluoromethyl-phenyl)-5,6-dihydro-4H-  
30 cyclopentathiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;  
{5-[2-(4-Trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-  
ylmethoxy]-indol-1-yl}-acetic acid;

- {6-[2-(4-Trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;
- {6-[2-(4-Trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;
- 5 {1-Methyl-6-[2-(4-trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;
- {5-[2-(4-Trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-indol-1-yl}-acetic acid;
- {1-Methyl-6-[2-(4-trifluoromethyl-phenyl)-5,6,7,8-tetrahydro-4H-cycloheptathiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;
- 10 {6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-benzo[b]thiophen-3-yl}-acetic acid;
- 2-(6-((1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)methoxy)benzo[b]thiophen-3-yl)acetic acid;
- 15 2-(6-(2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propoxy)benzo[b]thiophen-3-yl)acetic acid;
- 2-(6-(2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propoxy)benzo[b]thiophen-3-yl)acetic acid;
- 20 2-(6-((R)-2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propylthio)benzo[b]thiophen-3-yl)acetic acid;
- 2-(6-((1-(4-(trifluoromethyl)phenyl)-3-isopropyl-1H-pyrazol-4-yl)methylthio)benzo[b]thiophen-3-yl)acetic acid; and
- 2-(6-((4-tert-butyl-2-(4-(trifluoromethyl)phenyl)thiazol-5-yl)methylthio)benzo[b]thiophen-3-yl)acetic acid.
- 25
47. The compound of Claim 1, wherein the compound is in the S conformation.
48. The compound of Claim 1, wherein the compound is in the R conformation.
- 30 49. The compound of Claim 1, wherein the compound is radiolabeled.

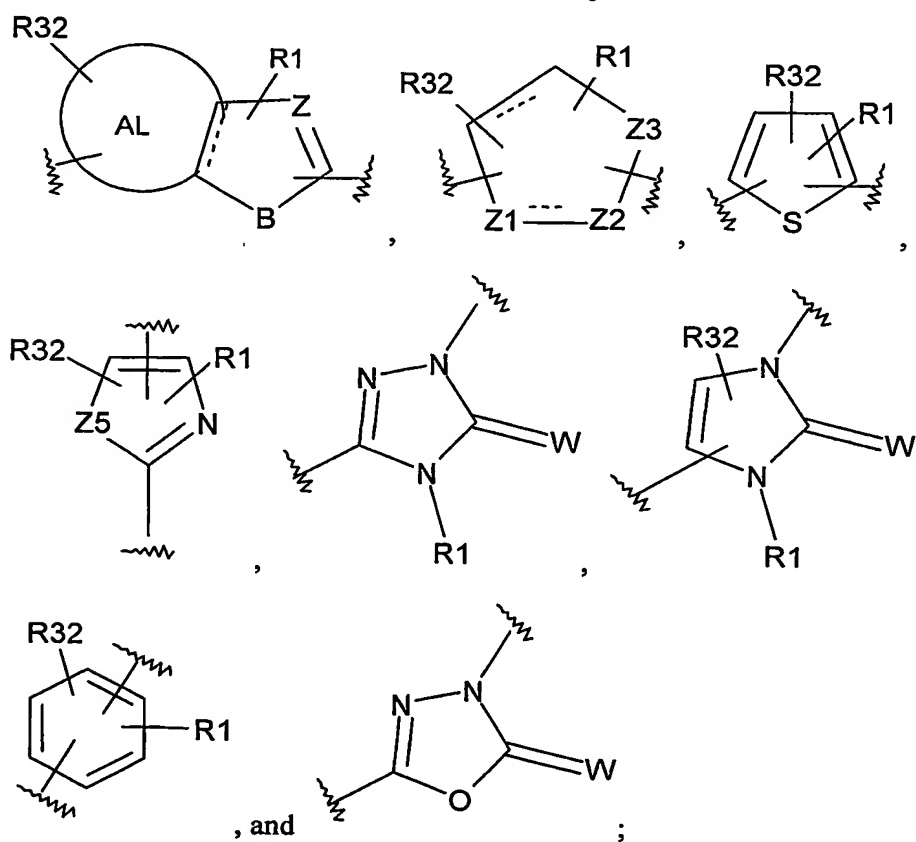
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50. A method of treating a mammal in need of treatment for a disease, wherein the disease is treatable by modulating a peroxisome proliferator activated receptor, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of a compound represented by the following Structural Formula:



and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

- (a) T1 is selected from the group consisting of





- (b) R1 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> alkenyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, wherein C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> alkenyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three substituents independently selected from R1';
- (c) R1', R26, R27, R28, R31, Z14', and Z15' are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyloxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, optionally substituted aryloxy, optionally substituted aryl-C<sub>0-4</sub>-alkyl, optionally substituted heteroaryl, optionally substituted heterocycloalkyl, C(O)R<sub>13</sub>, COOR<sub>14</sub>, OC(O)R<sub>15</sub>, OS(O)<sub>2</sub>R<sub>16</sub>, N(R<sub>17</sub>)<sub>2</sub>, NR<sub>18</sub>C(O)R<sub>19</sub>, NR<sub>20</sub>SO<sub>2</sub>R<sub>21</sub>, SR<sub>22</sub>, S(O)R<sub>23</sub>, S(O)<sub>2</sub>R<sub>24</sub>, and S(O)<sub>2</sub>N(R<sub>25</sub>)<sub>2</sub>; R<sub>12</sub>, R<sub>13</sub>, R<sub>14</sub>, R<sub>15</sub>, R<sub>16</sub>, R<sub>17</sub>, R<sub>18</sub>, R<sub>19</sub>, R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, R<sub>23</sub>, R<sub>24</sub> and R<sub>25</sub> are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and aryl;
- (d) R2 is selected from the group consisting of C<sub>0</sub>-C<sub>8</sub> alkyl and C<sub>1-6</sub>-heteroalkyl;
- (e) X is selected from the group consisting of a bond, O, S, S(O)<sub>2</sub> and N;
- (f) U is an aliphatic linker wherein one carbon atom of the aliphatic linker may be replaced with O, NH or S, and wherein such aliphatic linker is optionally substituted with R<sub>30</sub>;
- (g) Y is selected from the group consisting of C, O, S, NH and a single bond;
- (h) E is C(R<sub>3</sub>)(R<sub>4</sub>)A or A and wherein
- (i) A is selected from the group consisting of C<sub>0</sub>-C<sub>6</sub> alkylcarboxyl, C<sub>0</sub>-C<sub>6</sub> alkyltetrazole, C<sub>1</sub>-C<sub>6</sub> alkylnitrile, C<sub>0</sub>-C<sub>6</sub> alkylcarboxamide, C<sub>0</sub>-C<sub>6</sub> alkylsulfonamide and C<sub>0</sub>-C<sub>6</sub> alkylacylsulfonamide; wherein

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C<sub>0</sub>-C<sub>6</sub> alkylsulfonamide, C<sub>0</sub>-C<sub>6</sub> alkylacylsulfonamide and C<sub>0</sub>-C<sub>6</sub> alkyltetrazole are each optionally substituted with from one to two groups independently selected from R<sup>7</sup>;

5 (ii) each R<sup>7</sup> is independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, aryl-C<sub>0</sub>-C<sub>4</sub> alkyl and C<sub>1</sub>-C<sub>6</sub> alkyl, wherein such alkyl and arylalkyl are each optionally substituted with from one to two groups independently selected from R<sup>7'</sup>; each R<sup>7'</sup> is independently selected from halo, C<sub>1</sub>-C<sub>6</sub> alkyl, and haloC<sub>1</sub>-C<sub>6</sub> alkyl;

10 (iii) R<sub>3</sub> is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, and C<sub>1</sub>-C<sub>5</sub> alkoxy; and

(iv) R<sub>4</sub> is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, C<sub>1</sub>-C<sub>5</sub> alkoxy, aryloxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and aryl C<sub>0</sub>-C<sub>4</sub> alkyl, and R<sub>3</sub> and R<sub>4</sub> are optionally combined to form a C<sub>3</sub>-C<sub>4</sub> cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R<sub>26</sub>;

(i) B is selected from the group consisting of S and O, wherein when Z is C then B is N;

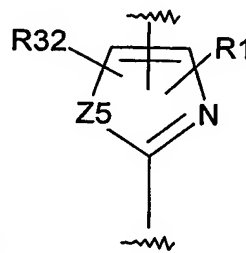
20 (j) Z is selected from the group consisting of N and C;

(k) Z<sub>1</sub> and Z<sub>2</sub> are each independently N or C with the proviso that at least one of Z<sub>1</sub> and Z<sub>2</sub> is N;

(l) Z<sub>3</sub> is N or O;

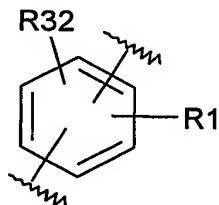
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- (m) Z4 is selected from the group consisting of N, S, and O, wherein



when Z4 is N and n2 is 1, T1 is not

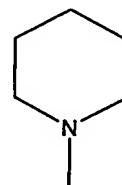
or



;

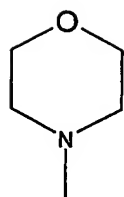
- (n) Z5 is S or O;
- 5 (o) Z12 is selected from the group consisting of hydrogen and -Z13C<sub>0</sub>-C<sub>3</sub>alkylZ14;
- (p) Z13 is selected from the group consisting of a single bond, CO, CO<sub>2</sub>, CONZ15, and SO<sub>2</sub>;
- 10 (q) Z14 is selected from the group consisting of aryl and heteroaryl, wherein the aryl and heteroaryl is each optionally substituted with from one to three substituents independently selected from Z14';
- (r) Z15 is selected from the group consisting of hydrogen, aryl, and heteroaryl, wherein the aryl and heteroaryl is each optionally substituted with from one to three substituents independently selected from Z15';
- 15 (s) W is independently selected from the group consisting of S and O;
- (t) n2 is 1 to 3;
- (u) R8 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkylenyl, oxo, sulfo, and halo;
- 20 (v) R9 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkylenyl, halo, aryl-C<sub>0</sub>-C<sub>4</sub> alkyl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> allyl, oxo, sulfo, and OR29, and R8 and R9 together optionally combine to form a fused C5-C6 ring with the carbons to which they are attached, and wherein aryl-C<sub>0</sub>-C<sub>4</sub> alkyl, heteroaryl are each optionally substituted

- with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>4</sub> alkyl;
- (w) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>0</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyloxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, aryloxy, C(O)R<sub>13</sub>', COOR<sub>14</sub>', OC(O)R<sub>15</sub>', OS(O)<sub>2</sub>R<sub>16</sub>', N(R<sub>17</sub>')<sub>2</sub>, NR<sub>18</sub>'C(O)R<sub>19</sub>', NR<sub>20</sub>'SO<sub>2</sub>R<sub>21</sub>', SR<sub>22</sub>', S(O)R<sub>23</sub>', S(O)<sub>2</sub>R<sub>24</sub>', and S(O)<sub>2</sub>N(R<sub>25</sub>')<sub>2</sub>; and wherein aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three independently selected from R28;
- (x) R<sub>12</sub>', R<sub>12</sub>'', R<sub>13</sub>', R<sub>14</sub>', R<sub>15</sub>', R<sub>16</sub>', R<sub>17</sub>', R<sub>18</sub>', R<sub>19</sub>', R<sub>20</sub>', R<sub>21</sub>', R<sub>22</sub>', R<sub>23</sub>', R<sub>24</sub>', and R<sub>25</sub>' are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and aryl;
- (y) R<sub>30</sub> is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, and wherein C<sub>1</sub>-C<sub>6</sub> alkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;
- (z) R<sub>32</sub> is selected from the group consisting of a bond, hydrogen, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> alkyloxy;
- (aa) R<sub>33</sub> is selected from the group consisting of C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub>

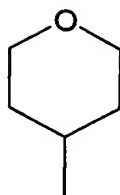


alkoxy, phenyl, thiophene, pyridine, piperidine,

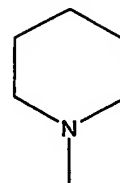
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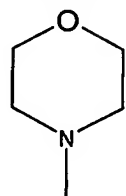
, and



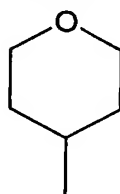
, wherein the C1-C8 alkyl, C1-C8



alkoxy, phenyl, thiophene, pyridine, piperidine,



, and



, are each optionally substituted with R10

and R11;

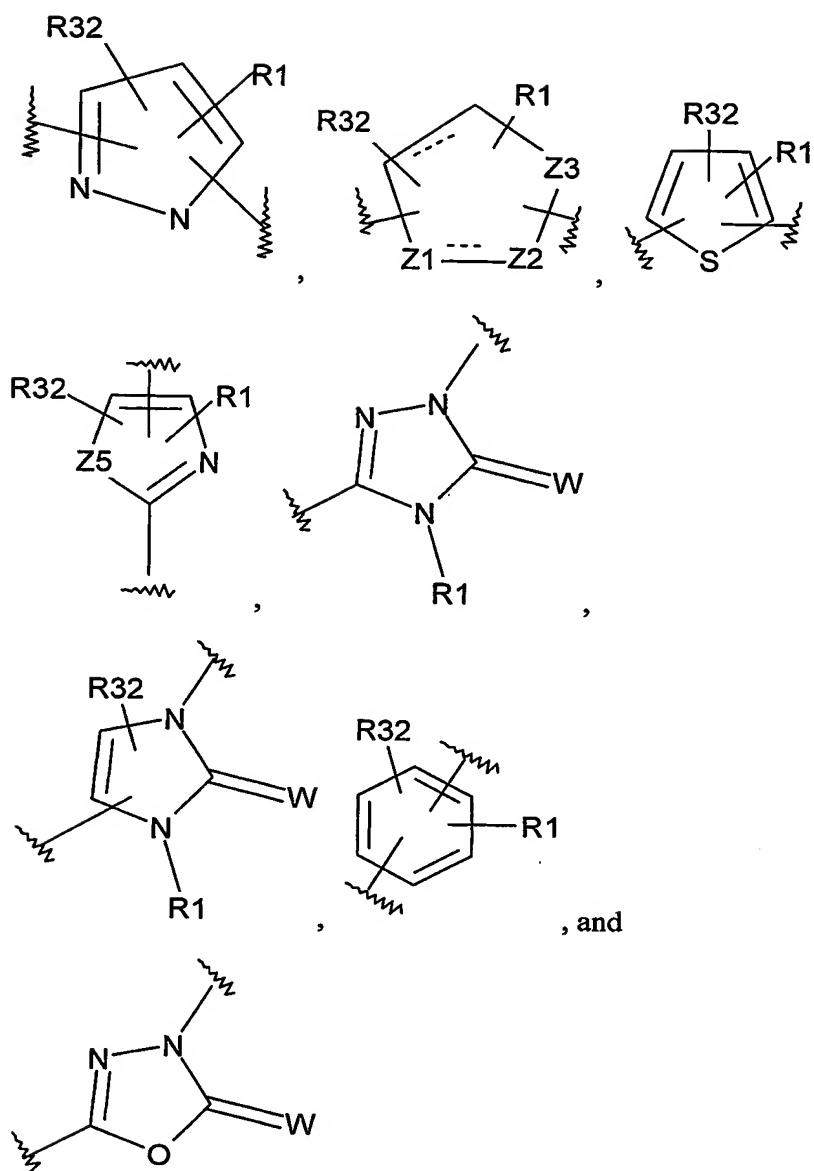
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- (bb) AL is selected from the group consisting of a fused C<sub>3</sub>-C<sub>8</sub> carbocyclic and a fused phenyl;
- (cc) "----" are each independently an optional bond to form a double bond at the indicated position; and
- (dd) wherein when Z<sub>4</sub> is N, Z<sub>2</sub> and Z<sub>3</sub> are each N.

10

- 51. The method of Claim 50 wherein when n<sub>1</sub> is 1, Z<sub>4</sub> is O or S, and R<sub>33</sub> is phenyl optionally substituted with R<sub>10</sub> and R<sub>11</sub>, T<sub>1</sub> is selected from the group consisting of

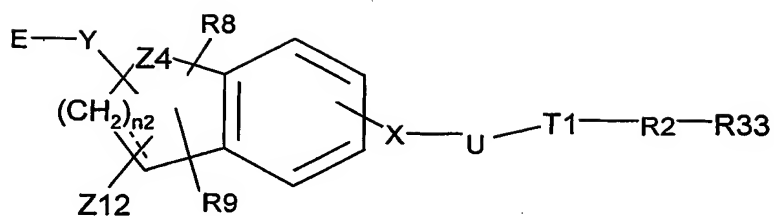
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52. The method of Claim 51, wherein the compound is represented the following Structural Formula:

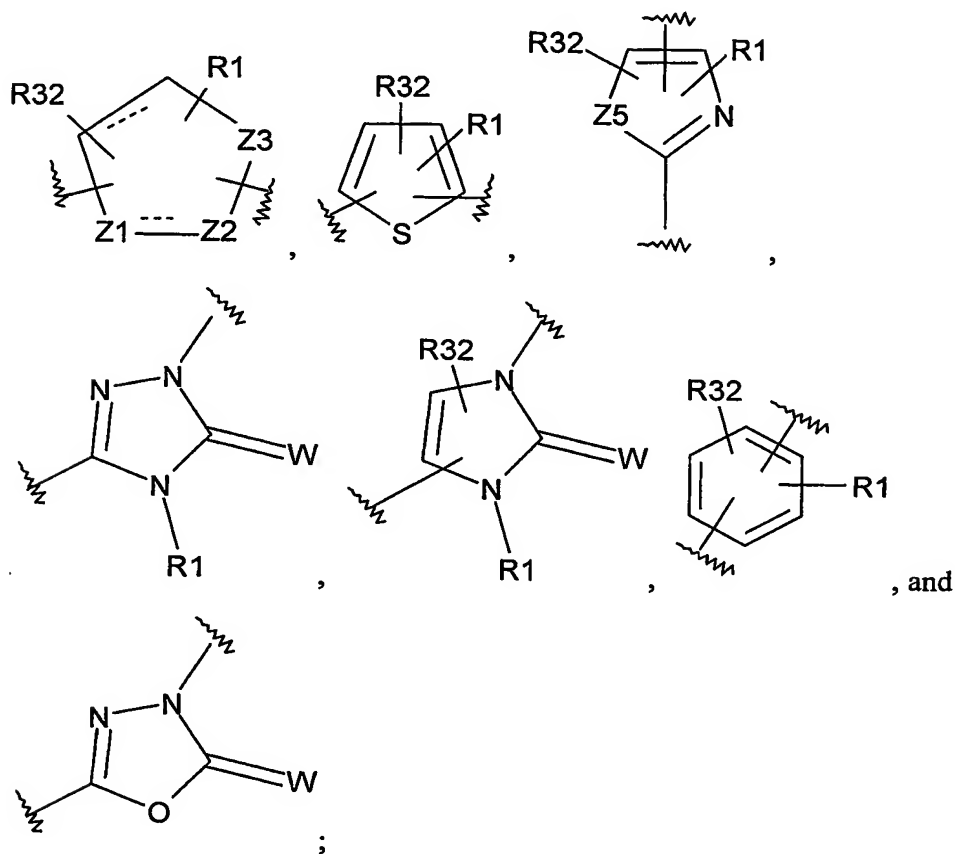
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and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

5

(a) T1 is selected from the group consisting of



10

(b) R1 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> alkenyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, wherein C<sub>1</sub>-C<sub>8</sub>

- alkyl, C<sub>1</sub>-C<sub>8</sub> alkenyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three substituents independently selected from R<sup>1'</sup>;
- 5 (c) R<sup>1'</sup>, R<sub>26</sub>, R<sub>27</sub>, R<sub>28</sub>, R<sub>31</sub>, Z<sub>14'</sub>, and Z<sub>15'</sub> are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyloxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, aryloxy, aryl-C<sub>0-4</sub>-alkyl, heteroaryl, heterocycloalkyl, C(O)R<sub>13</sub>, COOR<sub>14</sub>,  
 10 OC(O)R<sub>15</sub>, OS(O)<sub>2</sub>R<sub>16</sub>, N(R<sub>17</sub>)<sub>2</sub>, NR<sub>18</sub>C(O)R<sub>19</sub>, NR<sub>20</sub>SO<sub>2</sub>R<sub>21</sub>, SR<sub>22</sub>, S(O)R<sub>23</sub>, S(O)<sub>2</sub>R<sub>24</sub>, and S(O)<sub>2</sub>N(R<sub>25</sub>)<sub>2</sub>; R<sub>12</sub>, R<sub>13</sub>, R<sub>14</sub>, R<sub>15</sub>, R<sub>16</sub>, R<sub>17</sub>, R<sub>18</sub>, R<sub>19</sub>, R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, R<sub>23</sub>, R<sub>24</sub> and R<sub>25</sub> are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and aryl;
- 15 (d) R<sub>2</sub> is selected from the group consisting of C<sub>0</sub>-C<sub>8</sub> alkyl and C<sub>1</sub>-C<sub>6</sub>-heteroalkyl;
- (e) X is selected from the group consisting of a bond, O, S, S(O)<sub>2</sub> and N;
- (f) U is an aliphatic linker wherein one carbon atom of the aliphatic linker may be replaced with O, NH or S, and wherein such aliphatic  
 20 linker is optionally substituted with R<sub>30</sub>;
- (g) Y is selected from the group consisting of C, O, S, NH and a single bond;
- (h) E is C(R<sub>3</sub>)(R<sub>4</sub>)A or A and wherein
- (i) A is selected from the group consisting of carboxyl, tetrazole,  
 25 C<sub>1</sub>-C<sub>6</sub> alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from R<sup>7</sup>;
- (ii) each R<sup>7</sup> is independently selected from the group consisting of  
 30 hydrogen, C<sub>1</sub>-C<sub>6</sub> haloalkyl, aryl-C<sub>0</sub>-C<sub>4</sub> alkyl and C<sub>1</sub>-C<sub>6</sub> alkyl, wherein such alkyl and arylalkyl are each optionally substituted with from one to two groups independently selected from R<sup>7</sup>;



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each R7' is independently selected from halo, C<sub>1</sub>-C<sub>6</sub> alkyl, and haloC<sub>1</sub>-C<sub>6</sub> alkyl;

(iii) R3 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, and C<sub>1</sub>-C<sub>5</sub> alkoxy; and

(iv) R4 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, C<sub>1</sub>-C<sub>5</sub> alkoxy, aryloxy, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, and aryl C<sub>0</sub>-C<sub>4</sub> alkyl, and R3 and R4 are optionally combined to form a C<sub>3</sub>-C<sub>4</sub> cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26;

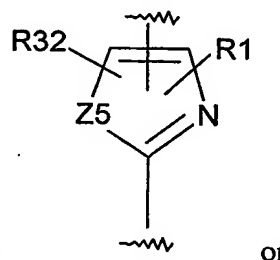
(i) B is selected from the group consisting of S and O, wherein when Z is C then B is N;

(j) Z is selected from the group consisting of N and C;

(k) Z1 and Z2 are each independently N or C with the proviso that at least one of Z1 and Z2 is N;

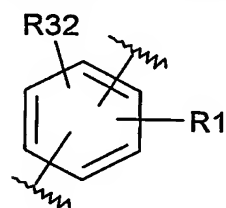
(l) Z3 is N or O;

(m) Z4 is selected from the group consisting of N, S, and O, wherein



when Z4 is N and n2 is 1, T1 is not

or



;

(n) Z5 is S or O;

(o) Z12 is selected from the group consisting of hydrogen and -Z13C<sub>0</sub>-C<sub>3</sub>alkylZ14;

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- (p) Z13 is selected from the group consisting of a single bond, CO, CO<sub>2</sub>, CONZ15, and SO<sub>2</sub>;
- (q) Z14 is selected from the group consisting of aryl and heteroaryl, wherein the aryl and heteroaryl is each optionally substituted with from one to three substituents independently selected from Z14';
- (r) Z15 is selected from the group consisting of hydrogen, aryl, and heteroaryl, wherein the aryl and heteroaryl is each optionally substituted with from one to three substituents independently selected from Z15';
- (s) W is independently selected from the group consisting of S and O;
- (t) n2 is 1 to 3;
- (u) R8 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkylenyl, oxo, sulfo, and halo;
- (v) R9 is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkylenyl, halo, aryl-C<sub>0</sub>-C<sub>4</sub> alkyl, heteroaryl, C<sub>1</sub>-C<sub>6</sub> allyl, oxo, sulfo, and OR29, and R8 and R9 together optionally combine to form a fused C5-C6 ring with the carbons to which they are attached, and wherein aryl-C<sub>0</sub>-C<sub>4</sub> alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>4</sub> alkyl;
- (w) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>0</sub>-C<sub>6</sub> alkyl-COOR12'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyloxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)<sub>2</sub>R16', N(R17')<sub>2</sub>, NR18'C(O)R19', NR20'SO<sub>2</sub>R21', SR22', S(O)R23', S(O)<sub>2</sub>R24', and S(O)<sub>2</sub>N(R25')<sub>2</sub>; and wherein aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C<sub>3</sub>-C<sub>6</sub> cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three independently selected from R28;

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(x) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl and aryl;

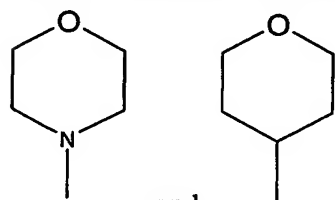
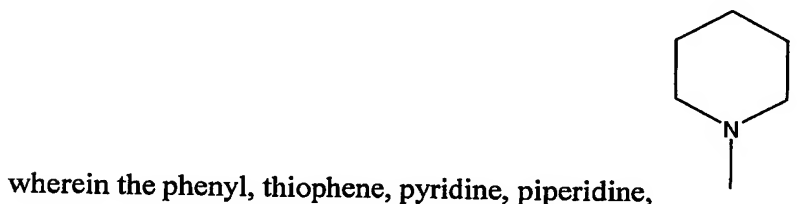
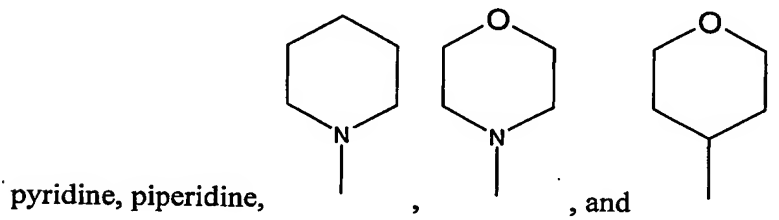
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(y) R30 is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub> alkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C3-C6 cycloalkylaryl-C<sub>0-2</sub>-alkyl, and wherein C<sub>1</sub>-C<sub>6</sub> alkyl, aryl-C<sub>0-4</sub>-alkyl, aryl-C<sub>1-6</sub>-heteroalkyl, heteroaryl-C<sub>0-4</sub>-alkyl, and C3-C6 cycloalkylaryl-C<sub>0-2</sub>-alkyl are each optionally substituted with from one to three substituents each independently selected from R31;

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(z) R32 is selected from the group consisting of a bond, hydrogen, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> alkyloxo;

(aa) R33 is selected from the group consisting of phenyl, thiophene,



15

, are each optionally substituted with R10 and R11;

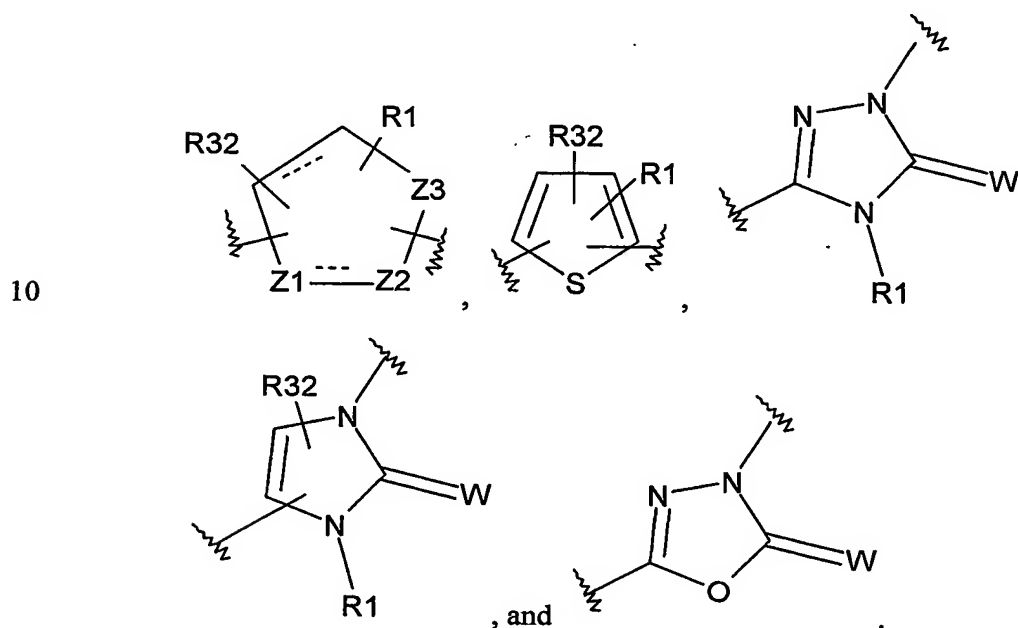
(bb) AL is selected from the group consisting of a fused C<sub>3</sub>-C<sub>8</sub> carbocyclic and a fused phenyl; and

20

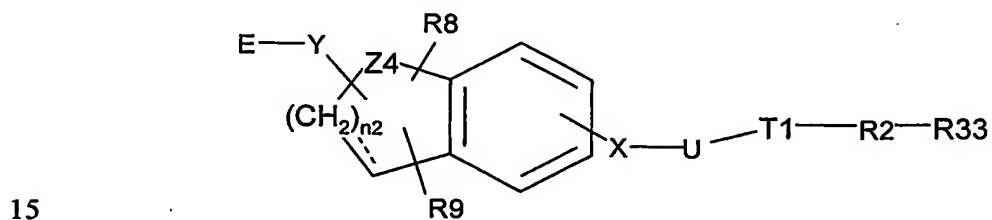
(ee) "----" are each independently an optional bond to form a double bond at the indicated position and

(ff) Z2 and Z3 are each N.

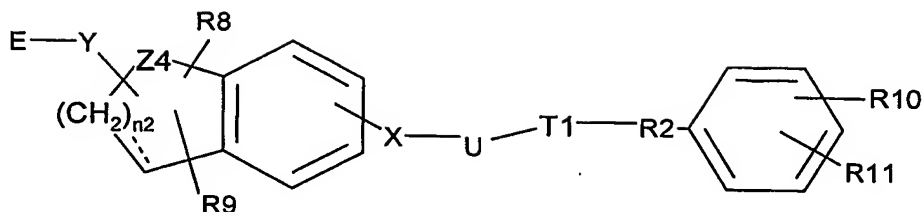
53. The method of Claim 51, wherein the disease is selected from the group consisting of diabetes mellitus, Syndrome X, and atherosclerosis.
- 5 54. The method of Claim 53, wherein the disease is diabetes mellitus.
55. The method of Claim 53, wherein the disease is Syndrome X.
56. The method of Claim 53, wherein T1 is selected from



57. The method of Claim 53, wherein the compound is represented by the following Structural Formula:

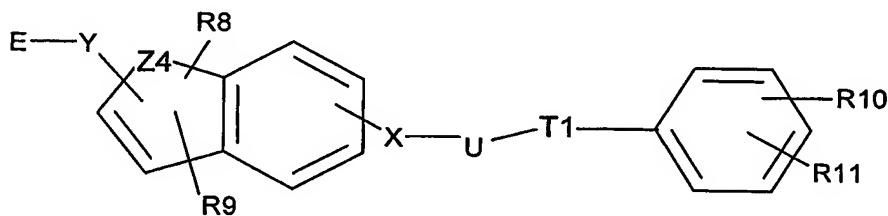


58. The method of Claim 57, wherein the compound is represented by the following Structural Formula:

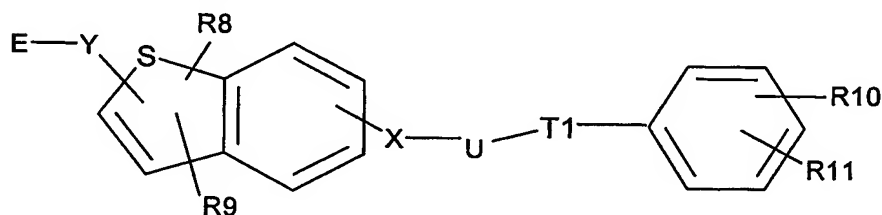


59. The method of Claim 58 wherein  $n_2$  is 2.

5 60. The method of Claim 58, wherein the compound is represented by the following Structural Formula:



61. The method of Claim 60 wherein the compound is represented by the following Structural Formula:



10

62. The method of Claim 61 wherein X is -O-.

63. The method of Claim 62 wherein E is  $C(R_3)(R_4)CO_2H$  or  $CO_2H$ .

15 64. The method of Claim 63 wherein  $R_1$ ,  $R_3$ , and  $R_4$  are each independently selected from the group consisting of hydrogen and  $C_1$ - $C_2$  alkyl.

20 65. The method of Claim 64 wherein  $R_{10}$  and  $R_{11}$  are each independently selected from the group consisting of hydrogen, halo, oxo,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_6$  alkyl-COOR<sub>12</sub>'',  $C_1$ - $C_6$  alkoxy,  $C_1$ - $C_6$  haloalkyl, and  $C_1$ - $C_6$  haloalkyloxy.

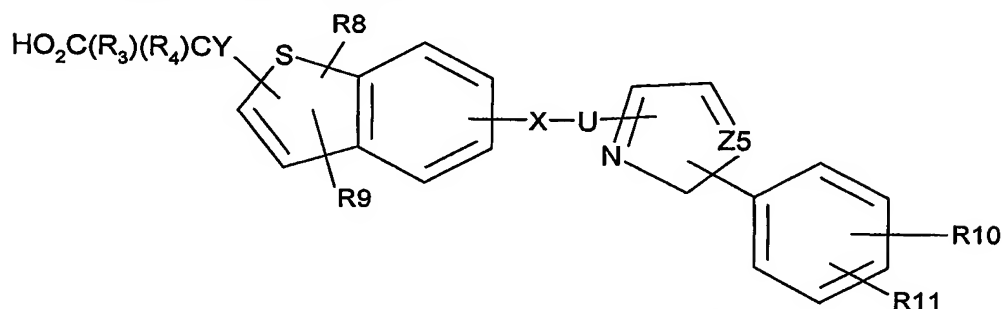
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66. The method of Claim 65 wherein R10 is haloalkyl.

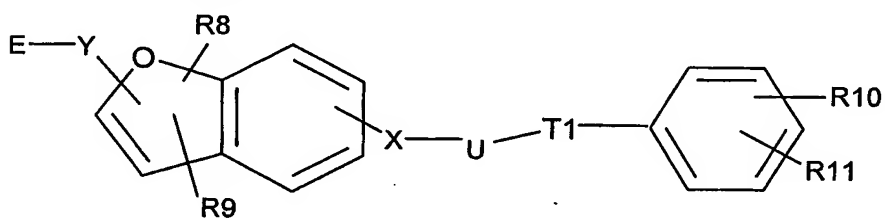
67. The method of Claim 66 wherein R10 is CF<sub>3</sub>.

5 68. The method of Claim 65 wherein U is:  
saturated C<sub>1</sub>-C<sub>3</sub> alkyl; and  
optionally substituted with C<sub>1</sub>-C<sub>3</sub> alkyl.

69. The method of Claim 68, wherein the compound is represented by the  
10 following Structural Formula:



70. The method of Claim 60 wherein the compound is represented by the  
following Structural Formula:

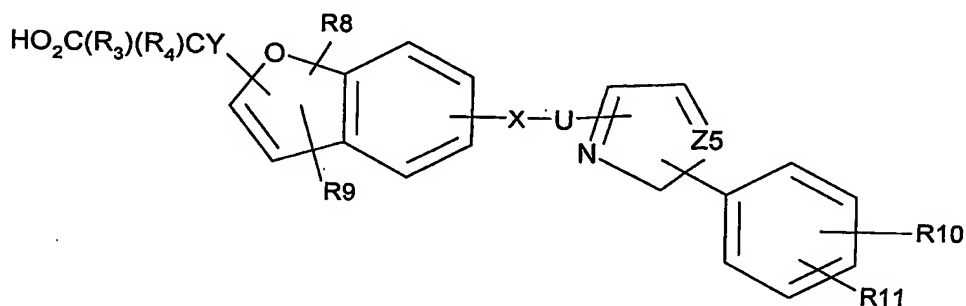


71. The method of Claim 70 wherein E is C(R3)(R4)CO<sub>2</sub>H or CO<sub>2</sub>H.

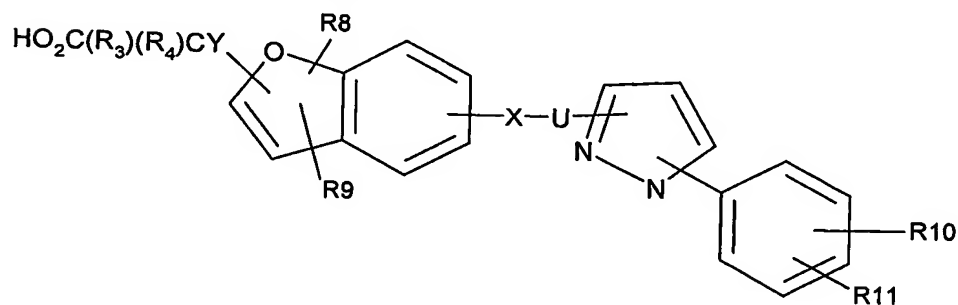
72. The method of Claim 71 wherein R1, R3, and R4 are each independently  
20 selected from the group consisting of hydrogen and C<sub>1</sub>-C<sub>2</sub> alkyl.

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73. The method of Claim 72 wherein R10 and R11 are each independently selected from the group consisting of hydrogen, halo, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl-COOR<sub>12</sub>'', C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkyl, and C<sub>1</sub>-C<sub>6</sub> haloalkyloxy.
- 5 74. The method of Claim 73 wherein R10 is haloalkyl.
75. The method of Claim 74 wherein R10 is CF<sub>3</sub>.
76. The method of Claim 73 wherein U is:  
 10 saturated C<sub>1</sub>-C<sub>3</sub> alkyl; and  
 optionally substituted with C<sub>1</sub>-C<sub>3</sub> alkyl.
77. The method of Claim 76, wherein the compound is represented by the following Structural Formula:

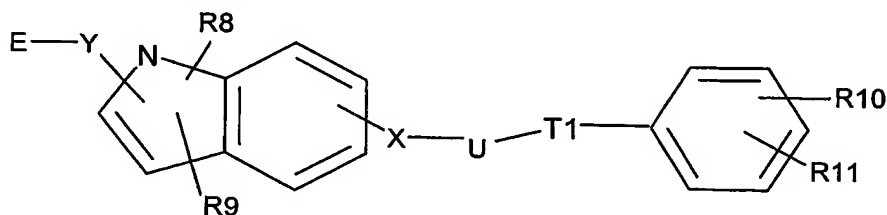


78. The method of Claim 76, wherein the compound is represented by the following Structural Formula:



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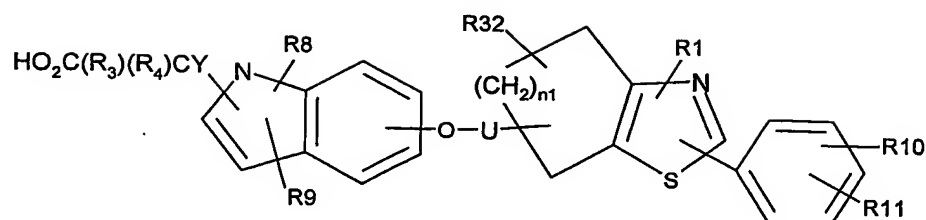
79. The method of Claim 60 wherein the compound is represented by the following Structural Formula:



- 5 80. The method of Claim 79 wherein  $X$  is  $-O-$ .
81. The method of Claim 80 wherein  $E$  is  $C(R3)(R4)CO_2H$  or  $CO_2H$ .
- 10 82. The method of Claim 81 wherein  $R1$ ,  $R3$ , and  $R4$  are each independently selected from the group consisting of hydrogen and  $C_1-C_2$  alkyl.
83. The method of Claim 82 wherein  $R10$  and  $R11$  are each independently selected from the group consisting of hydrogen, halo, oxo,  $C_1-C_6$  alkyl,  $C_1-C_6$  alkyl- $COOR_{12}''$ ,  $C_1-C_6$  alkoxy,  $C_1-C_6$  haloalkyl, and  $C_1-C_6$  haloalkyloxy.
- 15 84. The method of Claim 83 wherein  $R10$  is haloalkyl.
85. The method of Claim 84 wherein  $R10$  is  $CF_3$ .
- 20 86. The method of Claim 83 wherein:  
 $U$  is saturated  $C_1-C_3$  alkyl;  
 optionally one carbon in  $U$  is replaced with an  $-O-$ ; and  
 $U$  is optionally substituted with  $C_1-C_3$  alkyl.
- 25 87. The method of Claim 86, wherein the compound is represented by the following Structural Formula:

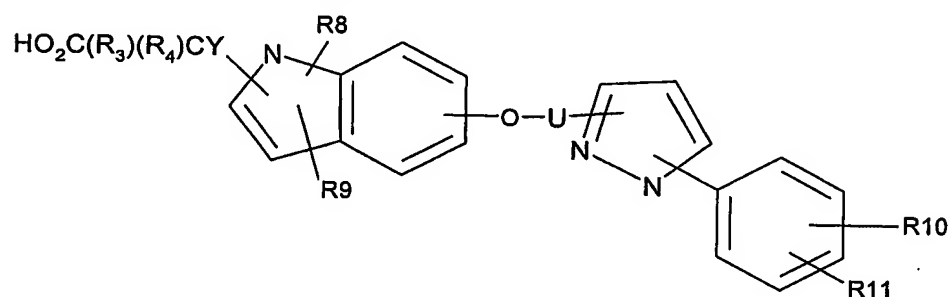


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wherein  $n1$  is 1 to 5.

88. The method of Claim 86, wherein the compound is represented by the following Structural Formula:



89. The method of Claim 79 wherein X is  $-\text{S}-$ .
90. The method of Claim 89 wherein E is  $\text{C}(\text{R}_3)(\text{R}_4)\text{CO}_2\text{H}$  or  $\text{CO}_2\text{H}$ .
91. The method of Claim 90 wherein  $\text{R}_1$ ,  $\text{R}_3$ , and  $\text{R}_4$  are each independently selected from the group consisting of hydrogen and  $\text{C}_1$ - $\text{C}_2$  alkyl.
92. The method of Claim 91 wherein  $\text{R}_{10}$  and  $\text{R}_{11}$  are each independently selected from the group consisting of hydrogen, halo, oxo,  $\text{C}_1$ - $\text{C}_6$  alkyl,  $\text{C}_1$ - $\text{C}_6$  alkyl- $\text{COOR}_{12}$ ,  $\text{C}_1$ - $\text{C}_6$  alkoxy,  $\text{C}_1$ - $\text{C}_6$  haloalkyl, and  $\text{C}_1$ - $\text{C}_6$  haloalkyloxy.
93. The method of Claim 92 wherein  $\text{R}_{10}$  is haloalkyl.
94. The method of Claim 93 wherein  $\text{R}_{10}$  is  $\text{CF}_3$ .
95. The method of Claim 92 wherein:

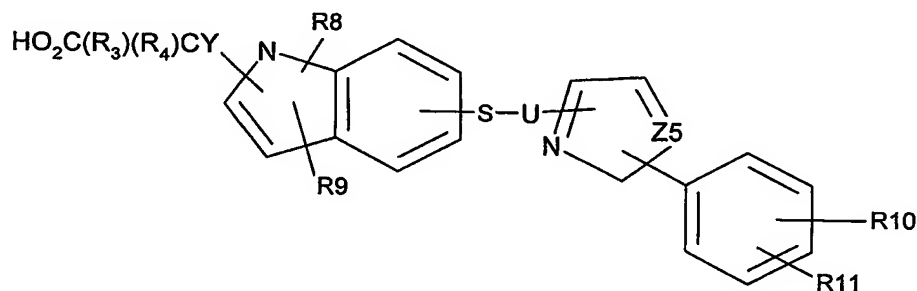
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U is saturated C<sub>1</sub>-C<sub>3</sub> alkyl;

optionally one carbon in U is replaced with an -O-; and

U is optionally substituted with C<sub>1</sub>-C<sub>3</sub> alkyl.

- 5 96. The method of Claim 95, wherein the compound is represented by the following Structural Formula:



- 10 97. The method of Claim 50 wherein the compound is selected from the group consisting of:
- {6-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-ylmethoxy]-benzo[b]thiophen-3-yl}-acetic acid;
- {4-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-benzo[b]thiophen-3-yl}-acetic acid;
- 15 {4-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-ylmethoxy]-benzo[b]thiophen-3-yl}-acetic acid;
- (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- (6-{1-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-ethoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 20 (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-yl]-ethoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 25 (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;

- (*R*)-(6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- (*S*)-(6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 5 (*R*)-(4-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- (*S*)-(4-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 10 (4-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-ethoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- Racemic-(4-{1-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-ethoxy}-benzo[b]thiophen-3-yl)-acetic acid;
- 3-{1-[4-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethoxy}-pyrido[1,2-*a*]indole-10-carboxylic acid;
- 15 (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-4-yl]-propoxy}-benzofuran-3-yl)-acetic acid;
- (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-benzofuran-3-yl)-acetic acid;
- (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-propoxy}-benzofuran-3-yl)-acetic acid;
- 20 (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethoxy}-benzofuran-3-yl)-acetic acid;
- {6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-ylmethoxy]-benzofuran-3-yl}-acetic acid;
- 25 (6-{1-Methyl-1-[4-methyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethylsulfanyl}-benzofuran-3-yl)-acetic acid;
- {6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-ylmethylsulfanyl]-benzofuran-3-yl}-acetic acid;
- (6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethylsulfanyl}-benzofuran-3-yl)-acetic acid;
- 30 (6-{1-[4-Methyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethylsulfanyl}-benzofuran-3-yl)-acetic acid;

- 2-{6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-ylmethoxy]-  
benzofuran-3-yl}-propionic acid;
- 2-(6-{2-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-oxazol-5-yl]-ethoxy}-  
benzofuran-3-yl)-propionic acid;
- 5 (6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-ethoxy}-  
benzofuran-3-yl)-acetic acid;
- (*R*)-(6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-  
benzofuran-3-yl)-acetic acid (Isomer 2);
- (*S*)-(6-{2-[5-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-4-yl]-propoxy}-  
10 benzofuran-3-yl)-acetic acid;
- (6-{1-[4-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-ethoxy}-2-oxo-  
3,4-dihydro-2H-quinolin-1-yl)-acetic acid;
- {2-Oxo-6-[4-phenyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-3,4-  
dihydro-2H-quinolin-1-yl}-acetic acid;
- 15 {7-[4-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-2-oxo-3,4-  
dihydro-2H-quinolin-1-yl}-acetic acid;
- {8-[4-Methyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-2-oxo-  
2,3,4,5-tetrahydro-benzo[b]azepin-1-yl}-acetic acid;
- (6-{1-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-  
20 ethylsulfanyl}-benzofuran-3-yl)-acetic acid;
- {6-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-ylmethylsulfanyl]-  
benzofuran-3-yl}-acetic acid;
- (6-{1-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-ethoxy}-  
benzofuran-3-yl)-acetic acid;
- 25 2-{5-[1-(3,5-Bis-trifluoromethyl-phenyl)-5-methyl-1H-pyrazol-4-  
ylmethoxy]-indol-1-yl}-2-methyl-propionic acid;
- (1-Methyl-6-{2-[3-methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-  
propoxy}-1H-indol-3-yl)-acetic acid;
- {5-[2-(5-Methyl-3-phenyl-pyrazol-1-yl)-ethoxy]-indol-1-yl}-acetic acid;
- 30 (1-Methyl-6-{2-[3-methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-  
propoxy}-1H-indol-3-yl)-acetic acid;

- (1-Methyl-6-{2-[4-methyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-yl]-propoxy}-1H-indol-3-yl)-acetic acid;
- {5-[5-(4-Trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-indol-1-yl}-acetic acid;
- 5     3-{4-[3-Isobutyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-2-methyl-phenyl}-propionic acid;
- (5-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-indol-1-yl)-acetic acid;
- 10    (6-{1-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-ethylsulfanyl}-benzofuran-3-yl)-acetic acid;
- {6-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-ylmethylsulfanyl]-benzofuran-3-yl}-acetic acid;
- (6-{1-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-ethoxy}-benzofuran-3-yl)-acetic acid;
- 15    2-{5-[1-(3,5-Bis-trifluoromethyl-phenyl)-5-methyl-1H-pyrazol-4-ylmethoxy]-indol-1-yl}-2-methyl-propionic acid;
- (1-Methyl-6-{2-[3-methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-propoxy}-1H-indol-3-yl)-acetic acid;
- {5-[2-(5-Methyl-3-phenyl-pyrazol-1-yl)-ethoxy]-indol-1-yl}-acetic acid;
- 20    (1-Methyl-6-{2-[3-methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-propoxy}-1H-indol-3-yl)-acetic acid;
- Racemic-{5-[2-(4-Trifluoromethyl-phenyl)-5,6-dihydro-4H-cyclopentathiazol-4-ylmethoxy]-indol-1-yl}-acetic acid;
- (S)-{6-[2-(4-Trifluoromethyl-phenyl)-5,6-dihydro-4H-cyclopentathiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;
- 25    {1-Methyl-6-[2-(4-trifluoromethyl-phenyl)-5,6-dihydro-4H-cyclopentathiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;
- {5-[2-(4-Trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-indol-1-yl}-acetic acid;
- 30    {6-[2-(4-Trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;

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- {6-[2-(4-Trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;  
 {1-Methyl-6-[2-(4-trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;  
 5 {5-[2-(4-Trifluoromethyl-phenyl)-4,5,6,7-tetrahydro-benzothiazol-4-ylmethoxy]-indol-1-yl}-acetic acid;  
 {1-Methyl-6-[2-(4-trifluoromethyl-phenyl)-5,6,7,8-tetrahydro-4H-cycloheptathiazol-4-ylmethoxy]-1H-indol-3-yl}-acetic acid;  
 {6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-  
 10 benzo[b]thiophen-3-yl}-acetic acid;  
 2-(6-((1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)methoxy)benzo[b]thiophen-3-yl)acetic acid;  
 2-(6-(2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propoxy)benzo[b]thiophen-3-yl)acetic acid;  
 15 2-(6-(2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propoxy)benzo[b]thiophen-3-yl)acetic acid;  
 2-(6-((R)-2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propylthio)benzo[b]thiophen-3-yl)acetic acid;  
 2-(6-((1-(4-(trifluoromethyl)phenyl)-3-isopropyl-1H-pyrazol-4-yl)methylthio)benzo[b]thiophen-3-yl)acetic acid; and  
 20 2-(6-((4-tert-butyl-2-(4-(trifluoromethyl)phenyl)thiazol-5-yl)methylthio)benzo[b]thiophen-3-yl)acetic acid.
98. The method of Claim 50, wherein the compound is in the S conformation.  
 25 99. The method of Claim 50, wherein the compound is in the R conformation.
100. The method of Claim 50, wherein the compound is radiolabeled.
- 30 101. A compound, wherein the compound is {6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-benzo[b]thiophen-3-yl}-acetic

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acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.

102. A compound, wherein the compound is 2-(6-((1-(4-(trifluoromethyl)phenyl)-  
5 3-methyl-1H-pyrazol-4-yl)methoxy)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
103. A compound, wherein the compound is 2-(6-(2-(1-(4-  
10 (trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propoxy)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
104. A compound, wherein the compound is 2-(6-(2-(1-(4-  
15 (trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propoxy)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
105. A compound, wherein the compound is 2-(6-((*R*)-2-(1-(4-  
20 (trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propylthio)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
106. A compound, wherein the compound is 2-(6-((1-(4-(trifluoromethyl)phenyl)-  
25 3-isopropyl-1H-pyrazol-4-yl)methylthio)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
107. A compound, wherein the compound is 2-(6-((4-*tert*-butyl-2-(4-  
30 (trifluoromethyl)phenyl)thiazol-5-yl)methylthio)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.

108. A method of treating a human subject in need of treatment for a disease selected from the group consisting of diabetes mellitus, Syndrome X, and atherosclerosis, comprising the step of administering to the subject in need thereof a therapeutically effective amount of {6-[4-Isopropyl-2-(4-trifluoromethyl-phenyl)-thiazol-5-ylmethoxy]-benzo[b]thiophen-3-yl}-acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
109. A method of treating a human subject in need of treatment for a disease selected from the group consisting of diabetes mellitus, Syndrome X, and atherosclerosis, comprising the step of administering to the subject in need thereof a therapeutically effective amount of 2-(6-((1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)methoxy)benzo[b]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
110. A method of treating a human subject in need of treatment for a disease selected from the group consisting of diabetes mellitus, Syndrome X, and atherosclerosis, comprising the step of administering to the subject in need thereof a therapeutically effective amount of 2-(6-(2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propoxy)benzo[b]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
111. A method of treating a human subject in need of treatment for a disease selected from the group consisting of diabetes mellitus, Syndrome X, and atherosclerosis, comprising the step of administering to the subject in need thereof a therapeutically effective amount of 2-(6-(2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propoxy)benzo[b]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.



112. A method of treating a human subject in need of treatment for a disease selected from the group consisting of diabetes mellitus, Syndrome X, and atherosclerosis, comprising the step of administering to the subject in need thereof a therapeutically effective amount of 2-(6-((R)-2-(1-(4-(trifluoromethyl)phenyl)-3-methyl-1H-pyrazol-4-yl)propylthio)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
- 10 113. A method of treating a human subject in need of treatment for a disease selected from the group consisting of diabetes mellitus, Syndrome X, and atherosclerosis, comprising the step of administering to the subject in need thereof a therapeutically effective amount of 2-(6-((1-(4-(trifluoromethyl)phenyl)-3-isopropyl-1H-pyrazol-4-yl)methylthio)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
- 15 114. A method of treating a human subject in need of treatment for a disease selected from the group consisting of diabetes mellitus, Syndrome X, and atherosclerosis, comprising the step of administering to the subject in need thereof a therapeutically effective amount of 2-(6-((4-tert-butyl-2-(4-(trifluoromethyl)phenyl)thiazol-5-yl)methylthio)benzo[*b*]thiophen-3-yl)acetic acid, and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof.
- 20